

Bylaws and Rules of Order of the Public Health Council

§ 1.01 Authority and Purpose

- (1) The Public Health Council is created in Wis. Stat. §15.197(13), as enacted by 2003 Wis. Act 186. The Council is attached to the Department of Health Services under Wis. Stat. §15.197(13).
- (2) *The Rules of Order and Procedure* of the Public Health Council are intended to govern its organization and activities. It is the intent of the Council to operate at all times in conformity with applicable state laws and administrative rules. To the extent that any procedure is inconsistent with such laws or administrative rules, the procedure shall, to the extent of such inconsistency, be deemed invalid.

§ 1.02 Definitions

In this chapter, unless another meaning is clearly apparent from the context:

- (1) "Annual Meeting" refers to the first Council meeting of each calendar year
- (2) "Council" means the Public Health Council.
- (3) "Department" means the Department of Health Services.
- (4) "Director" means the Director of the Office of Policy and Practice Alignment.
- (5) "Office" means Office of Policy and Practice Alignment.
- (6) "Procedures" mean the Bylaws and Rules of Order and Procedure of the Council.
- (7) "Division" means the Division of Public Health.

§ 1.03 Council Responsibilities

The primary purpose of the Council is to advise the Governor, the Legislature, Department, and the public on progress in implementing the state's 10-year public health plan and coordination of responses to public health emergencies. The responsibilities of the Council include:

- (1) Bi-annually elect a Chair, Chair-Elect and Secretary of the Board. [Wis. Stat. §15.09(2).
- (2) Submit to the Department, upon request not more often than annually, a report on the operation of the Council. [Wis. Stat. §15.09(7)]

§ 1.04 Membership

- (1) **Appointments.** The Council consists of 23 members, nominated by the Secretary of the Department of Health Services, and appointed for three-year terms by the Governor. The Council shall include a variety of representatives of:
 - (a) Health care consumers;
 - (b) Health care providers;
 - (c) Health professions educators;
 - (d) Local health departments and boards;
 - (e) Federally recognized American Indian tribes;
 - (f) Public safety agencies; and
 - (g) The Public Health Advisory Committee (PHAC).
- (2) **Official oath.** Each member of the Council shall take and file the official state oath prior to assuming office. [Wis. Stat. §15.09(8)]
- (3) **Resignations.**
 - (a) All resignations from the Council shall be in writing and addressed to the Governor, with copies to the Chair of the Council and the Director.
 - (b) All resignations as a Council officer shall be in writing and addressed to the Council Chair with a copy to the Director, except that the Chair shall resign to the Governor.
 - (c) All resignations shall take effect upon receipt unless another date is specified therein.
- (4) **Vacancies.** Vacancies in a Council or committee office shall occur upon the death, resignation, disqualification or removal from office of the officeholder. Vacancies shall be filled for the remainder of the unexpired term in the same manner as the original election, appointment, or new three-year term.
- (5) **Removal.** The Council may not remove another member from the Council. However, by the affirmative vote of two-thirds (2/3) of the Council members present at any duly constituted meeting, the Council may request the Secretary of the Department of Health Services to remove a member provided that the member has been given fifteen (15) days written notice of the Council's intent to act on recommending removal for cause. Cause means any of the following:
 - (a) Consistent failure to attend duly scheduled Council meetings;

- (b) Violation of section 1.10 of those procedures;
- (c) Neglect of duty, official misconduct or malfeasance in office; or
- (d) Conviction for violation of any federal or state felony statute.

§ 1.05 Officers and Duties

- (1) ***Officers.*** The officers shall consist of the Chair of the Council, the Chair-Elect and the Secretary of the Council, who shall be elected by and from the Council at the Annual Meeting for one two-(2) year term, or until their successors are elected and qualified. No person may hold more than one office at the same time under this subsection. Officers and the previous Chair will serve as members of the Executive Committee upon appointment.
- (2) ***Eligibility for Nomination.*** Any Council member in good standing shall be eligible for nomination and election to any office, provided nominees for office have completed one year on the Council at the time the office for which the nominee is running becomes effective. A person may not serve two successive terms for office as Chair. However, a person serving as Council Chair may serve in the position of Chair-Elect for the successive term, provided all other conditions for nomination are met. A person serving as Council Secretary is eligible to run for the offices of Chair-Elect or Secretary in successive terms.
- (3) ***Chair***
 - (a) The Chair shall preside at all meetings of the Council and shall be the principal officer of and spokesperson for the Council.
 - (b) Subject to the direction of the Council, the Chair shall see that the resolutions and directives of the Council are carried into effect except in those instances in which that responsibility is assigned to some other person by the Council; and, in general, shall discharge all duties incident to the office of Chair and such other duties as may be prescribed by the Council.
 - (c) The Chair may execute such resolutions, rules, instruments, documents or affidavits as the Council has authorized to be executed or as may be necessary and proper to carry out the directives of the Council.
- (4) ***Chair-Elect.***
 - (a) The Chair-Elect shall assist the Chair in the discharge of his or her duties and shall perform such other duties as from time to time may be assigned by the Chair or by the Council.
 - (b) In the absence of the Chair or in the event of his or her inability or refusal to act, the Chair-Elect shall perform the duties of the Chair and when so acting,

shall have all the powers of and be subject to all the restrictions placed upon the Chair. Except in those instances in which the authority to execute is expressly delegated to another officer, or a different mode of execution is expressly prescribed by the Council, the Chair-Elect may execute for the Council such resolutions, rules, instruments, documents or affidavits as the Council has authorized the Chair to execute or as may be necessary and proper to carry out the directives of the Council.

- (c) The Chair-Elect shall succeed the Chair as incoming Chair of the Council at the Annual Meeting two years following the election of the Chair-Elect.

(5) ***Secretary.***

- (a) The Secretary shall keep official minutes and records of the meetings of the Council; see that all notices are duly given in accordance with the provisions of these procedures or as required by law; and in general perform all duties usual to the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Council.
- (b) During the temporary absence or disability of the Secretary, the Chair shall appoint an Acting-Secretary to serve during such absence or disability.

§ 1.06 Committees

- (1) The Council may by resolution establish such committees as may be necessary and shall determine the size, membership and functions of such committees consistent with these procedures. Such committees may include members of the Council or other citizens.
- (2) All committees shall report, and be accountable, to the Council. The Chair of the Public Health Council shall appoint all committees and shall name the Chair of each committee.
- (3) All appointments to committees shall be for one (1) year terms commencing as of the next Annual Meeting unless otherwise provided by the Council. Members so appointed shall hold office at the pleasure of the Council or until their successors are appointed and qualified.
- (4) The Office shall provide the necessary staffing for each committee created by the Council.
- (5) ***Nominating Committee.***
 - (a) A Nominating Committee of three (3) members shall be appointed by the Chair no later than November 1 of every odd calendar year. The Committee shall prepare a list of candidates and shall submit the list to the Council no later than two (2) weeks before the election, typically the Annual Meeting.

- (b) The Nominating Committee shall begin soliciting and accepting nominations for the Council thirty (30) days before the Annual Meeting. The Nominating Committee shall present the slate of nominees to the whole membership at least two (2) weeks prior to the election.
- (c) Members of the Council who are not on the Nominating Committee may nominate themselves or other Council members. Members of the Nominating Committee may not run for office. Additional nominations may be directed to the Nominating Committee, to be received by that committee no later than thirty (30) days prior to the election.
- (d) Candidates must agree to serve if elected. Consent shall be secured in writing for all nominees including those nominated from the floor, before their names shall be put forward to the Council. This requirement does not apply when the nomination is made from the floor of a meeting at which the nominee is present and gives verbal consent.
- (e) The Committee will consider the attendance record of possible nominees.
- (6) ***Executive Committee.***
 - (a) The Executive Committee will be comprised of the elected officers and the previous chair of the Council, who will serve for one year, and then at the pleasure of the Chair.

§ 1.07 Officer Elections Procedures

Balloting for officer elections shall take place at the Annual Meeting in each even calendar year, following the process detailed in the “Elections Procedure” document as maintained by the Nominating Committee. Nominees shall provide a brief biographical sketch and statement of reasons for running for office to the Nominating Committee; these will be distributed to the Council membership in advance of the Annual Meeting.

The Procedure for Officer Elections is outlined in the “Officer Elections Procedure” document given to the Nominating Committee.

§ 1.08 Meeting Procedures

The following procedures shall be used to conduct meetings of the Council:

- (1) ***Open meetings.*** Meetings shall be conducted in compliance with the Open Meetings Law as specified in Wis. Stat. ch 19, sub. 5.
- (2) ***Regular meetings.*** In accordance with section Wis. Stat. §15.07(3)(b), the Council shall meet four (4) times per year, and may meet at other times on the call of the Chair or a majority of its members. The Executive Committee sets the calendar for

the year at the beginning of each calendar year, and brings the draft to the annual meeting for discussion. Dates will be posted for the members and the public.

- (3) **Annual meeting.** The first meeting of each calendar year shall be the Annual Meeting of the Council.
- (4) **Location.** The Council may meet outside of the capital at least once per year.
- (5) **Notices and agendas.**
 - (a) The Office shall ordinarily give written notice of each meeting to members of the Council personally or by mail no less than seven (7) days but in no case less than 48 hours prior to the date of the meeting. In accordance with Wis. Stat. §19.84(2), the notice shall include the time, date, place and subject matter of the meeting, in such form as is reasonably likely to apprise members of the public and the news media thereof.
 - (b) The Director shall prepare the agenda for each Council meeting in consultation with and subject to approval by the Chair and in accordance with Wis. Stat. §19.84.
- (6) **Attendance.** Council members shall make every effort to attend all of the duly scheduled meetings. On occasion, members may attend Council meetings online or by telephone conference call. Members unable to attend shall notify the Chair and the Office Staff ten (10) days in advance of a meeting.
- (7) **Rules of order.** The proceedings of the Council shall be governed by the latest edition of Robert's Rules of Order, Newly Revised, insofar as it does not conflict with applicable state laws or these procedures.
- (8) **Quorum.** A quorum shall consist of a majority of the Council members then holding office.
- (9) **Voting.** Each member shall vote on all issues unless excused by the Council prior to voting for reason of a conflict of interest. A recorded vote shall be taken on every resolution, or on any other question at the request of a Council member. Proxy voting is not permitted. Amendments to Bylaws and Rules of Order and Procedure shall require approval by the recorded vote of two-thirds (2/3) of those present at any duly called meeting of the Council convened for that purpose (see §1.11(3)).
- (10) **Speaking privileges.** When the Council is in session, no person other than the Governor, the Department Secretary, the Division Administrator, the Director, or Office staff designated by the Director shall be permitted to address the Council except as hereinafter provided:
 - (a) A committee report may be presented by a committee member who is not a member of the Council.

- (b) A Council or committee member, in the course of presenting a matter to the Council, may request staff to assist in such presentation.
- (c) A person may address the Council if by prior arrangement that person has been invited by the Council or its Chair and is listed on the Council agenda.
- (d) If a Council member directs a technical question to a nonmember for clarification of a specific issue, the Chair may permit such person to respond.
- (e) A guest may address the Council if recognized by the Chair or if two-thirds (2/3) of the Council members vote to allow it.

§ 1.09 Record of the Proceedings of the Council

- (1) **Decisions.** All actions shall be upon resolution or motion duly adopted by a majority of the members present and voting, unless a greater number is required in these procedures.
- (2) **Minutes.** The minutes of each meeting shall be recorded by Office staff assigned by the Director and shall include the substance of each official action of the Council and each recorded vote. Draft copies of the minutes shall be mailed or delivered to each Council member not later than the date that the notice and agenda is mailed. The Council shall correct and approve all minutes at the following meeting. Thereafter, the Secretary shall incorporate the corrections in the revised minutes, affix his or her signature and note the date of approval on the minutes.
- (3) **Resolutions.** Every resolution adopted by the Council shall be duly attested by the Chair and the Secretary.
- (4) **Journal of proceedings.** The corrected and approved minutes of every meeting and a duly attested copy of every resolution adopted by the Council shall be recorded in a Journal of Proceedings, which shall be kept at the Office. The minutes and resolutions in said Journal shall be deemed to be the official record of Council actions.

§ 1.10 Code of Ethics/Conflicts of Interest

- (1) The conduct of members of the Council and its committees are governed by the provisions of Wis. Stat. ch. 19, sub. 3, *Code of Ethics for Public Officials and Employees*. Council members are not required to file a statement of economic interests under Wis. Stat. §19.43.
- (2) If any of the conditions involving a conflict of interest exist, a Council member shall disclose his or her interest to the Council and the Director and shall refrain from voting or participating in any deliberation pertaining to the issue in conflict.

- (3) No member of the Council shall cast a vote on any matter which would provide direct financial benefit to that member or otherwise give the appearance of a conflict of interest under state law.
- (4) No member of the Council shall participate in the selection, award or administration of a contract or take any official action in a matter in which:
 - (a) The Council member's action or inaction could reasonably be expected to produce a substantial benefit for the Council member, a member of his or her immediate family, or an organization with which the Council member is associated; or
 - (b) The Council member in his or her private capacity, or a member of his or her immediate family, or an organization with which the Council member is associated has a substantial interest. [Wis. Stat. §19.46]

§ 1.11 Amendments to the Rules of Order and Procedure

- (1) Amendments may be proposed to the Council in writing by any member.
- (2) Copies of all proposed amendments shall be furnished to each member of the Council at least ten (10) days prior to consideration.
- (3) Adoption shall require approval by the recorded vote of two-thirds (2/3) of members present at any duly called meeting of the Council convened for that purpose.
- (4) Amendments shall take effect on the day following adoption unless another date is specified therein.
- (5) Following adoption of an amendment to the Procedures, the Office shall prepare an enhanced copy of the Procedures incorporating the amendment, which shall be duly attested by the Secretary.